

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
ARTHUR J. ABRAMOWITZ (AA3724) JERROLD N. POSLUSNY, JR. (JP7140) COZEN O'CONNOR A Pennsylvania Professional Corporation LibertyView, Suite 300 457 Haddonfield Road Cherry Hill, NJ 08002 (856) 910-5000 Proposed Attorneys for the Debtor	
In re:	Case No. 10-
JERMAX, INC., d/b/a GULF & NORTHERN TRADING CORPORATION,	Judge:
Debtor.	Chapter: 11

Recommended Local Form:

☒ Followed

☐ Modified

**APPLICATION FOR RETENTION OF BARATZ & ASSOCIATES, P.A.,
AS ACCOUNTANTS FOR DEBTOR**

1. The applicant, Jermax, Inc. (the "Debtor"), by and through its Chief Financial Officer, Robert P. Carter, is the

☐ Trustee: ☐ Chap. 7 ☐ Chap. 11 ☐ Chap. 13

☒ Debtor: ☒ Chap. 11 ☐ Chap. 13

☐ Official Committee of _____

2. The Applicant seeks to retain the following professional, Baratz & Associates, P.A., ("Baratz"), to serve as:

☐ Attorney for: ☐ Trustee ☐ Debtor-in-Possession

☐ Official Committee of _____

- ☒ Accountant for: ☐ Trustee ☒ Debtor-in-Possession
- ☐ Official Committee of _____
- ☐ Other Professional:
- ☐ Realtor ☐ Appraiser ☐ Special Counsel
- ☐ Auctioneer ☐ Other (specify):

3. The employment of the professional is necessary because: On this date, the Debtor filed its petition for relief under Chapter 11, Title 11 of the United States Code. The Debtor believes that Baratz will provide the Debtor with the necessary accounting services and advice necessary for the Debtor to successfully reorganize.

4. The professional has been selected because: the Debtor believes Baratz is well-qualified to serve as Debtor's accountant. Baratz has provided accounting services in connection with numerous restructurings and reorganizations, including those under Chapter 11 of the Bankruptcy Code, and is experienced in analyzing and testifying regarding financial and operational restructuring issues.

5. The professional services to be rendered are as follows:

- (a) Assisting in the preparation of financial information for distribution to creditors and others, including, but not limited to, cash flow projections and budgets, cash receipts and disbursement analysis, analysis of various asset and liability accounts, and analysis of proposed transactions for which Court approval is sought;
- (b) Assisting in the development of business plans and a plan of reorganization, including evaluation of the capital structure;
- (c) Attending meetings and assisting in the negotiations with banks and other lenders, noteholders, the creditors' committee, the U.S. Trustee, other parties in interest and professionals hired by the same, as required;
- (d) Assisting in the preparation of the Debtor's Monthly Operating Reports, and all other financial reports as required by the Court or the U.S. Trustee;

- (e) Assisting with the identification of executory contracts and leases and performance of cost/benefit evaluation with respect to the assumption or rejections of each;
- (f) Providing valuation services as requested by Debtor and/or Debtor's counsel;
- (g) Assisting Debtor in the discharge of debtor-in-possession duties and functions, as requested by Debtor and/or Debtor's counsel;
- (h) Consulting with Debtor's management and counsel in connection with operation, financial, and other business matters relating to Debtor's ongoing activities;
- (i) Assisting Debtor in the preparation of liquidation and feasibility analyses;
- (j) Assisting with the analysis of alternative restructuring scenarios and the evaluation of various tax matters affecting Debtor's reorganization, including cancellation of debt, net operating loss carry forwards and other factors, if applicable;
- (k) Analysis of creditor claims by type, entity and individual claim, including assistance with a database to track such claims;
- (l) Assisting in the evaluation and analysis of avoidance actions, including fraudulent conveyances and preferential transfers;
- (m) Assisting Debtor's counsel in the preparation and evaluation of any potential litigation or claim objections;
- (n) Providing expert testimony as required;
- (o) Interfacing with accountants and other financial consultants for committees and other creditors' groups;
- (p) Analyzing potential sales of Debtor's assets;
- (q) Assisting, coordinating, and advising on the sale of Debtor's assets as requested by Debtor;
- (r) Rendering tax advice; and
- (s) Assisting with such other matters as Debtor's management or counsel may request from time to time.

6. The proposed arrangement for compensation is as follows: Subject to Court approval, Baratz will seek compensation based upon its customary hourly rates in effect from

time to time as set forth below, plus reimbursement of actual, necessary expenses incurred by Baratz. Baratz has received a retainer of \$5,000 on account of the services which it anticipates rendering to the Debtor pursuant to this engagement. Baratz's current customary hourly rate, subject to change from time to time, are as follows:

Brian D. Baratz	\$270.00
Senior Accountants	\$180.00
Junior Accountants	\$90.00

These hourly rates are Baratz's hourly rates for work of this nature and are subject to periodic adjustments to reflect economic and other conditions.

7. To the best of the applicant's knowledge, the professional's connection with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee, is as follows:

☒ None

☐ Describe connection:

8. To the best of the applicant's knowledge, the professional (check all that apply):

☒ does not hold an adverse interest to the estate.

☒ does not represent an adverse interest to the estate.

☒ is a disinterested person under 11 U.S.C. § 101(14).

☒ does not represent or hold any interest adverse to the debtor or the estate with respect to the matter for which he/she will be retained under 11 U.S.C. § 327(e).

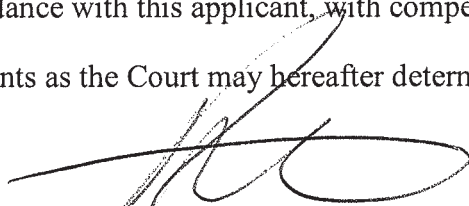
☒ Other; explain: From time to time, Baratz may represent, or may have represented the Debtor's account debtors, creditors or interest holders of Debtor in matters unrelated either to Debtor's case or to those entities' transactions or dealings with Debtor. In the event that Baratz

learns of a potential conflict with any creditor or party in interest, a supplemental certification will be filed.

9. If the professional is an auctioneer, appraiser or realtor, the location and description of the property is as follows:

WHEREFORE, the applicant respectfully requests authorization to employ the professional to render services in accordance with this applicant, with compensation to be paid as an administrative expense in such amounts as the Court may hereafter determine and allow.

Date: June 24, 2010



Signature of Applicant

Robert P. Carter

Name of Applicant